

Integrated Governance

Sterling and Wilson Renewable Energy Limited

General information about company

Scrip code	542760
NSE Symbol	SWSOLAR
MSEI Symbol	NOTLISTED
ISIN	INE00M201021
Date of start of financial year	01-04-2026
Date of end of financial year	31-03-2027
Reporting Quarter Type	Quarterly
Date of Quarter Ending	30-06-2026
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No Not Applicable During the reporting period, the Company has not acquired any shares or voting rights in any unlisted company requiring disclosure under Annexure I (Part C) of the SEBI Circular dated December 31, 2024.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No Not Applicable No fine or penalty was imposed on the Company during the reporting period requiring disclosure under Annexure I (Part D) of the SEBI Circular dated December 31, 2024.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes
Risk management committee	Yes
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	COMZ00632
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson						Yes																		
Whether Chairperson is related to MD or CEO						No	Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Khurshed Yazdi Daruvala	00216905	Non-Executive - Non Independent Director	Chairperson related to Promoter		No				Active	NA		25-04-2018				1	0	2	1			
2	Mr	Balanadu Narayan	00007129	Non-Executive - Non Independent Director	Not Applicable		No				Active	Yes	23-06-2024	07-04-2022				1	0	0	0			
3	Mr	Cherag Sarosh Balsara	07030974	Non-Executive - Independent Director	Not Applicable		No				Active	NA		29-03-2022	29-03-2022		51	2	2	1	0			
4	Mrs	Naina Krishna Murthy	01216114	Non-Executive - Independent Director	Not Applicable		No				Active	NA		07-04-2022	07-04-2022		51	5	5	5	0			
5	Mr	Rahul Dutt	08872616	Non-Executive - Independent Director	Not Applicable		No				Active	NA		26-03-2024	26-03-2024		27	5	5	7	0			
6	Ms	Rukhshana Jina Mistry	08398795	Non-Executive - Independent Director	Not Applicable		No				Active	NA		27-03-2019	27-03-2024		87	5	5	6	2			
7	Mr	Saurabh Agarwal	09206293	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		07-04-2022				1	0	0	0			
8	Mr	Umesh Narain Khanna	03634361	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		13-07-2023				2	0	3	0			

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08398795	Rukshana Jina Mistry	Non-Executive - Independent Director	Chairperson	27-03-2019		
2	00216905	Khurshed Yazdi Daruvala	Non-Executive - Non Independent Director	Member	27-03-2019		
3	07030974	Cherag Sarosh Balsara	Non-Executive - Independent Director	Member	26-03-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08398795	Rukshana Jina Mistry	Non-Executive - Independent Director	Chairperson	27-03-2019		
2	00216905	Khurshed Yazdi Daruvala	Non-Executive - Non Independent Director	Member	27-03-2019		
3	07030974	Cherag Sarosh Balsara	Non-Executive - Independent Director	Member	26-03-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00216905	Khurshed Yazdi Daruvala	Non-Executive - Non Independent Director	Chairperson	27-03-2019		
2	08398795	Rukshana Jina Mistry	Non-Executive - Independent Director	Member	27-03-2019		
3	03634361	Umesh Narain Khanna	Non-Executive - Non Independent Director	Member	22-09-2023		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00216905	Khurshed Yazdi Daruvala	Non-Executive - Non Independent Director	Chairperson	23-06-2020		
2	07030974	Cherag Sarosh Balsara	Non-Executive - Independent Director	Member	29-03-2022		
3	08398795	Rukhshana Jina Mistry	Non-Executive - Independent Director	Member	23-06-2020		
4	03634361	Umesh Narain Khanna	Non-Executive - Non Independent Director	Member	22-09-2023		
5	08872616	Rahul Dutt	Non-Executive - Independent Director	Member	26-03-2024		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
No records available							

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	15-01-2026			Yes	8	7	4
2	23-04-2026	97		Yes	8	6	3

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IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-01-2026				Yes	3	3	2	0
2	Audit Committee	24-03-2026	68			Yes	3	3	2	0
3	Audit Committee	22-04-2026	28			Yes	3	3	2	0
4	Nomination and remuneration committee	17-02-2026				Yes	3	3	2	0
5	Nomination and remuneration committee	22-04-2026	63			Yes	3	3	2	0
6	Stakeholders Relationship Committee	23-04-2026	0			Yes	3	2	1	0
7	Risk Management Committee	19-01-2026				Yes	5	4	2	0

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V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

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Sr	Subject	Compliance status
1	Name of signatory	Jagannadha Rao Ch V
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
No records available	

Signatory Details

Name of signatory	Jagannadha Rao Ch. V.
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	30-07-2026

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Fidelity and Deposit Company of Maryland and Zurich American Insurance Company	31-05-2022	Proceedings related to encashment of a Bond	Sterling and Wilson Solar Solutions Inc. (wholly owned step-down subsidiary of the Company), Fidelity and Deposit Company of Maryland and Zurich American Insurance Company have entered into a settlement agreement to release and discharge each other from all the claims and counter claims. The parties have filed a motion for dismissal and Court has passed an order of dismissal of the legal proceedings on April 20, 2026. The matter stands closed with no further claims or liabilities remaining and with no material financial impact on the Company.
2	Conti, LLC, USA	11-05-2022	The Arbitral Tribunal has passed its Final Award and granted an additional amount towards attorney's fees, costs, and expenses of USD 4.97 million (equivalent to approximately INR 44.45 crore) to Conti LLC in addition to the amount granted under Interim Award plus interest.	Sterling and Wilson Solar Solutions Inc., (wholly owned step-down subsidiary of the Company) made all payments to Conti, LLC, USA as awarded by the Arbitration Tribunal.